

April, 2012

SKATE QUEENSLAND ASSOCIATION INC.

CONSTITUTION

SKATE QUEENSLAND ASSOCIATION INC.

1.0 NAME

The name of the incorporated association (in these rules called the Association) is Skate Queensland Association Inc.

2.0 DEFINITIONS

- 2.01 "Member" means a registered member of the Association as set by the National Body and shall include development, competitive, associate, clubs and life members.
- 2.02 "Council" is as described in section 15.01 and is comprised of the members described in 23.01.
 - 2.02.01 "Council Member" means a person as described in Section 23.01.
 - 2.02.02 Any reference to a council meeting shall be acknowledged to refer to a general meeting as defined under the provisions of the 'Associations Incorporation Act 1981' (as amended).
- 2.03 "Area of Control" shall be that geographical area over which the Association has been given authority to govern and promote roller sports by Skate Australia Inc. acting within its constitution and by-laws.
- 2.04 "SA" means Skate Australia Inc., hereinafter called SA.
- 2.05 "Skating year" means the period between and including 1 January and 31 December in the same calendar year, or as defined by SA.
- 2.06 "Financial Year" means the period between and including 1 July and 30 June.
- 2.07 "Special Resolution" means a resolution passed by a majority of not less than three—quarters(3/4) of such members entitled under the rules to vote, as may be present in person at any general meeting of which notice specifying the intention to propose the resolution as a special resolution has been given in accordance with this constitution. Unless a poll is demanded, a declaration by the chairman of the meeting in question that the resolution has been carried as a special resolution will be conclusive of that fact.
- 2.08 Words importing the masculine gender only include the feminine gender.
- 2.09 Words importing the singular number only include the plural number and vice—versa.

- 2.10 Reference to statutes, regulations, ordinances or by-laws shall be deemed to extend to all statutes, regulations, ordinances or by-laws amending, consolidating or replacing the same.
- 2.11 "Branch" shall be one of the major disciplines of the sport, currently Artistic, Roller Hockey, Roller Inline Hockey and Speed. Further branches may be added or existing branches removed by vote of council.
- 2.12 "Branch Committee" means the governing committee of each branch of the sports, namely, Artistic, Roller Hockey, Roller Inline Hockey and Speed and such other disciplines as may be deemed from time to time to be branches.
- 2.13 "Register" means the official register of the various classes of membership as maintained by the secretary of the Association.

3.0 OBJECTS

Objects of the Association shall be:—

- 3.01 To promote, develop and govern all branches of roller sports in Queensland.
- 3.02 To arrange and conduct State Championships annually under the sanction of the executive committee of SA.
- 3.03 To encourage and assist where possible the organisers of competitions, tournaments, shows, exhibitions and other such activities.
- 3.04 To grant or with-hold permission in writing (sanctions) for competitions, tournaments, shows, exhibitions and other such activities which shall involve members of the Association.
- 3.05 To set up proficiency test programmes through the branch committees.
- 3.06 To assist and support SA and its affiliates in other geographical areas to promote, support and advance roller sports throughout Australia.

4.0 POWERS

The powers of the Association are:—

- 4.01 To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 29.10.

- 4.02 In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- 4.03 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association: provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 4.04 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.05 To appoint, employ, remove or suspend servants, workmen, and other persons as may be necessary or convenient for the purposes of the Association.
- 4.06 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects.
- 4.07 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences, which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 4.08 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- 4.09 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 4.10 In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

- 4.11 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any money and further advances borrowed or to be borrowed alone or with others as aforesaid by notes, secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities.
- 4.12 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 4.13 In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- 4.14 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchases and others.
- 4.15 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub—rule 4.03.
- 4.16 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contribution to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- 4.17 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- 4.18 In furtherance of the objects of the Association to amalgamate with any one or more incorporated association having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 29.10.
- 4.19 In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 4.20 In furtherance of the objects of the Association to transfer all or any part of the property assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- 4.21 To make donations for patriotic, charitable or community purposes.

- 4.22 To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- 4.23 To do all other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

5.0 CLASSES OF MEMBERSHIP

The membership of the association consists of any of the following classes of members

Development members
Competitive members
Associate members
Recreational members
Life members
Member clubs

The number of members for each class of membership shall be unlimited.

5.01 Development

- 5.01.01 They may not participate in inter-club competitions including state leagues, state championships, national championships and international events.
- 5.01.02 They may participate in Bronze Proficiency Medal tests (subject to the rules relating to those programs)
- 5.01.03 They must be a member of a club unless they reside outside a forty (40) kilometre radius from the nearest registered club in which case they will be known as “unattached” Development Member.
- 5.01.04 They may hold office in the Association, its committees, States or their committees, and at club level (subject to the rules pertaining to that group).
- 5.01.05 A development member shall not be entitled to vote at any meeting of the Association nor shall a development member be entitled to notice of any meeting of the Association. However, nothing in this clause shall prevent a development member from voting in his or her capacity as president, chairman of a branch committee or representative of a member club.

5.02 Competitive

- 5.02.01 Those persons participating in inter-club competitions including state leagues, state championships, national championships and international events.
- 5.02.02 They may participate in Proficiency Medal tests (subject to the rules relating to those programs)
- 5.02.03 They must be a member of a club unless they reside outside a forty (40) kilometre radius from the nearest registered club in which case they will be known as “unattached” Competitive Member.
- 5.02.04 They may hold office in the Association and its committees (subject to the rules pertaining to those groups).
- 5.02.05 A competitive member shall not be entitled to vote at any meeting of the Association nor shall a competitive member be entitled to notice of any meeting of the Association. However, nothing in this clause shall prevent a competitive member from voting in his or her capacity as president, chairman of a branch committee or representative of a member club.

5.03 Associate member

- 5.03.01 Those persons who support one of the branches of the Association
- 5.03.02 They may not participate in any competition, proficiency medal test, State or Australian championships
- 5.03.03 They may take examinations to become commissioned officials and if successful act as officials.
- 5.03.04 They may become members of the appropriate coaches committee
- 5.03.05 They may hold office in the Association and its committees, the state and their committees, and the clubs
- 5.03.06 An associate member shall not be entitled to vote at any meeting of the Association nor shall an associate member be entitled to notice of any meeting of the Association. However, nothing in this clause shall prevent an associate member from voting in his or her capacity as president, chairman of a branch committee or representative of a member club.

5.04 Recreational member

- 5.04.01 Those persons participating in “learn to skate classes” or similar programs.
- 5.04.02 They must not have been a member of Skate Australia at any time previously.

- 5.04.03 Those persons are only covered for insurance purposes for the set “learn to skate classes” or similar program time. An accredited coach must be present during the “learn to skate classes” or similar program.
- 5.04.04 They may not participate in any competition, proficiency medal test, State or Australian championships
- 5.04.05 They may be a recreational member for a maximum of one year.
- 5.04.06 They may be a member of only one (1) club.
- 5.04.07 A recreational member shall not be entitled to vote at any meeting of the Association nor shall a recreational member be entitled to notice of any meeting of the Association.

5.05 Life members

- 5.05.01 Life membership shall be the highest honour that the Association can bestow on its members in recognition of exceptional service to the Association over an extended period of time.
- 5.05.02 Privileges of life membership shall include:-
 - (a) no annual subscription;
 - (b) free admission to all sanctioned competitions and events;
 - (c) invitations to all functions held by the Association;
 - (d) membership of the council with the right to vote;
 - (e) all other privileges available to other individual members;
 - (f) copies of all correspondence which would normally be circulated to council or clubs.
- 5.05.03 Life members may be elected at any council meeting by two-thirds (2/3) majority of those present and entitled to vote at that council meeting (provided that notice of nomination of such election appears in the notice convening such meeting).
- 5.05.04 Any club may nominate a person for life membership through the Association’s executive committee and it should present to the council meeting a written report outlining the history of service of the nominee.
- 5.05.05 By resolution of a council meeting, following recommendation by the executive committee, a life membership may be cancelled.
- 5.05.06 Life members need not be members of clubs.

- 5.05.07 Nothing shall prevent a life member from voting at a council meeting as a delegate of a club or rink or in a capacity as president, vice-president, treasurer or chairman of a branch or as a person acting as a duly appointed authorised replacement at a meeting of the executive.

5.06 Member clubs

- 5.06.01 A club is a group of at least eight (8) competitive members and any number of other members united by a common interest in roller skating and meeting periodically for co-operation and who apply for and receive approval as a constituent club by the Association in such manner as may reasonably be prescribed from time to time.
- 5.06.02 Each club must be incorporated in accordance with the 'Associations Incorporation Act 1981' (as amended).
- 5.06.03 Each club shall have a written constitution which must be approved by the executive committee of the Association. It should include provision in accordance with the provisions of the 'Associations Incorporation Act 1981' (as amended), for the disposal of its funds and assets in the event of the club disbanding or going out of existence for any other reason. Amendments to club constitutions should be forwarded to the Association at the same time as they are sent to the Office of Fair Trading or its equivalent.
- 5.06.04 The elected officers of a club shall be held strictly to account for the actions of that club and shall perform no act which shall be detrimental to either the Association or SA.
- 5.06.05 Each club shall keep minutes of its meetings and proper financial records and correspondence records. A club may be called upon by the executive committee to produce such records for inspection or to report upon any matter.
- 5.06.06 Each club must actively foster at least one branch of roller sports by preparing skaters for proficiency tests and/or competitions.
- 5.06.07 Member clubs may:-
- (a) stage club competitions and tournaments;
 - (b) organise inter-club competitions and tournaments and open competitions;
 - (c) nominate individuals or teams to represent their club in inter-club competitions and state championships (in accordance with the rules set out by the organisers);
 - (d) organise proficiency test centres (in accordance with the rules of the branch committees);

- (e) permit individual club members to participate in test centres arranged by other clubs or branch committees;
- (f) arrange shows and exhibitions;
- (g) permit individual club members to participate in shows and exhibitions organised by other groups;
- (h) enter into any activities which promote roller sports;
- (i) nominate individual club members in overseas events with the permission of SA.

- 5.06.08 Each club may appoint a delegate from amongst its own members to represent it at a council meeting of the Association. Clubs shall notify the Association in writing of the appointment of their delegates and may, from time to time, in writing, revoke such appointments and substitute other delegates. Club delegates must be current SA members.
- 5.06.09 Only those clubs with at least fifteen (15) members of any type (who shall also be members of the Association) shall be entitled to have a representative vote at any council meeting of the Association or its branch committees.

6.0 MEMBERSHIP FEES

- 6.01 The membership fees for each class of membership shall be such sum as the Association council shall from time to time at any council meeting so determine.
- 6.02 The membership fees for each class of membership shall be payable at such time and in such manner as the Association council shall, from time to time, determine save for renewals of membership which shall fall due on the first day of January each year or such other day as the council of the Association may designate.

7.0 ADMISSION AND REJECTION OF MEMBERS

- 7.01 The Association may receive applications for membership from persons and where appropriate, organisations resident or situated in the area of control of the Association.
- 7.02 At the next meeting of the Association's executive committee after the receipt of any application and the fee applicable for any class of membership such application shall be considered by the executive committee.

- 7.03 Any applicant who received a majority of the votes of the members of the executive committee present at the meeting at which such application is being considered shall be accepted.

8.0 SUSPENSION AND TERMINATION OF MEMBERSHIP

- 8.01 A member may resign from the Association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

- 8.02 If a member:-

- (a) is convicted of an indictable offence; or
- (b) fails to comply with any of the provisions of these rules; or
- (c) conducts themselves in a manner considered to be injurious or prejudicial to the character of interests of the Association;

the executive committee shall consider whether their membership shall be terminated.

- 8.03 The member concerned shall be given a full and fair opportunity of presenting their case and if the executive committee resolves to terminate their membership of the Association it shall instruct the secretary to advise the member in writing within seven days by registered mail accordingly.

- 8.04 Any person or organisation whose fees are in arrears shall have no rights in the Association save that renewal of membership and reinstatement of rights shall be granted if payment of all outstanding fees and levies are made within a period of two (2) calendar months of the due date of such fees and such outstanding monies shall be accepted by the Association without any penalty being imposed.

9.0 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.01 A person or organisation whose application for membership has been rejected or whose membership has been terminated may within twenty-one (21) days of receiving written notification thereof, lodge with the secretary written notice of their intention to appeal against the decision of the executive committee.

- 9.02 Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within twenty-one (21) days of the date of receipt of such notice, a council meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their case and the executive committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting

their case. The appeal shall be determined by the vote of the members present at such meeting.

- 9.03 Where a person or organisation whose application is rejected does not appeal against the decision of the executive committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful the secretary shall forthwith refund the amount of any fee paid.

10.0 REGISTER OF MEMBERS

- 10.01 The executive committee shall cause a register to be kept in which shall be entered the names and addresses of all persons and organisations admitted to membership of the Association and the dates of their admission.
- 10.02 Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the executive committee may require from time to time.
- 10.03 The register shall be open for inspection at all reasonable times for any member who previously applies to the secretary for such inspection.

11.0 MEMBERSHIP OF EXECUTIVE COMMITTEE

- 11.01 The executive committee for the Association shall consist of a president, vice-presidents, who shall be presidents of the branch committees, all of whom shall be members of the Association, and such other members as the council meeting may from time to time elect or appoint who shall be known as executive members.
- 11.02 At the annual meeting of the Association council, the president shall be elected for a two year term in each odd year. The branch committee chairmen shall be elected by the branches for a two year term in each even year.

Each retiring executive member shall be eligible for re-election upon nomination.

- 11.03 The election of officers and other members of the executive committee shall take place in the following manner:-

- 11.03.01 Any two members of the Association shall be at liberty to nominate any other member to serve as president, or executive member of the executive committee.
- 11.03.02 The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen (14) days before the annual meeting of the Association council at which the election is to take place.

- 11.03.03 A list of candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the office or usual place of meeting of the Association and distributed to each executive member, for distribution by them with the agenda to life members, member clubs at least seven (7) days immediately preceding the annual council meeting.
- 11.03.04 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies; provided that all contested positions shall be conducted by exhaustive secret ballot.
- 11.03.05 Should, at the commencement of such meeting, there be no nominations for a particular position, nominations for that position will be called from the floor.

12.0 RESIGNATION FROM EXECUTIVE COMMITTEE

- 12.01 Any member of the executive committee may resign from membership of the executive committee at any time by giving notice in writing to the secretary, but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect from that later date. Any member of the executive committee may be removed from office at a council meeting of the Association where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the council members present at such a meeting.

13.0 VACANCIES OF THE EXECUTIVE COMMITTEE

- 13.01 The executive committee shall have power at any time to appoint any member of the Association to fill a casual vacancy for the position of president, public relations officer or executive member on the executive committee until the next annual council meeting.
- 13.02 The continuing members of the executive committee may act notwithstanding any casual vacancy in the executive committee but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the executive committee, the continuing member or members may act for the purpose of increasing the number of members of the executive committee to that number or of summoning a general meeting of the council, but for no other purpose.

14.0 SECRETARY/ADMINISTRATOR

- 14.01 The executive committee shall appoint a secretary/administrator (referred to herein as the secretary), resident in the state of Queensland, who may or may not be paid. They shall act as the appointed secretary of the Association under the terms and conditions of the 'Associations Incorporation Act 1981' (as amended) and accordingly shall carry out all the functions, duties and obligations imposed on the position of secretary by the said act.
- 14.02 Notwithstanding anything to the contrary contained in this constitution, the executive committee shall have power from time to time to remove any person appointed as secretary and to appoint a replacement.
- 14.03 The office of secretary shall become vacant if the person holding that office:-
- (a) dies; or
 - (b) becomes bankrupt or compounds with their creditors or otherwise takes advantage of the laws in force for the time being in relation to bankruptcy; or
 - (c) is convicted of an offence under the 'Associations Incorporation Act 1981' (as amended) or is convicted of an indictable offence or an offence punishable on summary conviction for which they are sentenced to imprisonment otherwise than in default of payment of a fine; or
 - (d) resigns from office by writing under their own hand addressed to the executive committee; or
 - (e) ceases to be a resident of the State of Queensland.

15.0 FUNCTIONS OF THE EXECUTIVE COMMITTEE

- 15.01 Except as otherwise provided by these rules and subject to the resolutions of the members of the executive committee:-
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association;
 - (b) shall have the authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
- 15.02 The executive committee may exercise all the powers of the Association:-
- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same of the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charges upon all or any of the Association property, both

present and future, and to purchase, redeem or pay off any such securities;

- (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;
- (c) to invest in such manner as the members of the Association may from time to time determine.

16.0 MEETINGS OF THE EXECUTIVE COMMITTEE

- 16.01 The executive committee shall meet at least once every four (4) calendar months to exercise its functions.
- 16.02 A special meeting of the executive committee shall be convened by the secretary on the requisition in writing signed by not less than one-third (1/3) of the members of the executive committee, which requisition shall clearly state the reason why such special meeting is being convened and the nature of the business to be transacted.
- 16.03 At every meeting of the executive committee a simple majority of the number equal to the number of members elected and/or appointed to the executive committee as at the close of the last general meeting of the members, shall constitute a quorum.
- 16.04 Subject as previously provided in these rules, the executive committee may meet together and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the executive committee shall be decided by a majority of votes, and, in the case of equality of votes, the chairman shall have a casting as well as a deliberative vote.
- 16.05 A member of the executive committee shall not vote in respect of any contract or proposed contract with the Association in which they are interested, or in any matter arising, and if they do so vote their vote shall not be counted.
- 16.06 Not less than fourteen (14) days notice shall be given by the secretary to members of the executive committee of any special meeting of the executive committee. Such notice shall clearly state the nature of the business to be discussed.
- 16.07 The president shall preside as chairman at every meeting of the executive committee, or if there is no president, or if at any meeting they are not present within ten minutes of the time appointed for the holding of the meeting, one of the vice-presidents shall be chairman or if no vice-presidents are present at

the meeting then the members may choose one of their number to be chairman of the meeting.

- 16.08 If within half an hour from the time appointed for the commencement of an executive committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the executive committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week and the same time and place, or to such other day determined, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

17.0 SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE

- 17.01 The executive committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the executive committee thinks fit. Any sub-committees so formed shall in the exercise of the powers so delegated conform to any requirement and/or regulations that may be imposed on it by the executive committee.
- 17.02 If at any meeting of a sub-committee the chairman is not present within ten minutes after the time appointed for the holding of the meeting, the members present may choose one of their members to be chairman of the meeting.
- 17.03 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of equality of votes, the question shall be deemed to be decided in the negative.

18.0 VALIDITY OF EXECUTIVE DECISIONS

- 18.01 All acts done by any meeting of the executive committee or of a sub-committee or by any person acting as a member of the executive committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the executive committee or any person acting as an aforesaid, or that the members of the executive committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the executive committee.

19.0 RESOLUTIONS IN WRITING

- 19.01 A resolution in writing signed by all members of the executive committee for the time being entitled to receive notice of a meeting of the executive committee shall be as valid and effectual as if it had been passed at a meeting of the executive committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the executive committee.

20.0 SPECIAL EXECUTIVE MEETINGS OF THE ASSOCIATION

- 20.01 A special executive committee meeting may be convened by the secretary on the instructions of the president.
- 20.02 A special executive committee meeting may be convened by the secretary on the requisition in writing by at least three (3) members of the executive committee, which requisition shall clearly state the reasons why such a special meeting is being convened and the nature of the business to be transacted.
- 20.03 If the meeting is not convened within one (1) month after a requisition for that purpose has been sent to the secretary the executive committee members making the requisition may convene the meeting themselves.

21.0 ANNUAL MEETING OF THE COUNCIL OF THE ASSOCIATION

- 21.01 The first council meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the executive committee may determine.
- 21.02 The Association shall hold its annual council meeting within six (6) months of the close of the financial year.
- 21.03 The business to be transacted at every annual general meeting shall be:-
- (a) confirmation of the minutes of the previous annual council meeting;
 - (b) the receiving of the executive committee's reports and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - (c) the receiving of the auditor's report upon the books and the accounts for the preceding financial year;
 - (d) the election of the executive committee members as described in clause 11.0 above;
 - (e) appointment of auditor;
 - (f) special business as listed on the notice of meeting.
- 21.04 Persons elected to the positions of president and executive members at any annual council meeting shall take office at the conclusion of the meeting at which they are elected.

22.0 SPECIAL COUNCIL MEETINGS

22.01 The secretary shall convene a special council meeting:-

- (a) when directed to do so by the president;
- (b) on the requisition in writing signed by not less than one-third (1/3) of the members presently on the executive committee or not less than ten (10) members of the council. Such requisition shall clearly state the reasons why such special council meeting is being convened and the nature of the business to be transacted; or
- (c) on the requisition in writing by at least fifty members (over eighteen years of age) of any class of membership which requisition shall clearly state the reasons why such special council meeting is being convened and the nature of the business to be transacted; or
- (d) on being given a notice in writing of an intention to appeal against the decision of the executive committee to reject an application for membership or to terminate the membership of any person or group.

22.02 If such meeting called by virtue of sub-clauses (b) and (c) of clause 22.01 is not convened within one month after a requisition for that purpose has been sent to the secretary, the members making the requisition may convene the meeting themselves.

22.03 The president may call for a vote by post or electronic communication on an important issue requiring immediate decision by the council meeting. The secretary shall forward to each council member a statement of the question being voted with a request that votes thereon be returned to them before a specified time at which voting shall be closed. The results shall be announced within twenty-one (21) days of the date of closure of voting.

23.0 QUORUM

23.01 Members entitled to vote at all council meetings shall be:-

- (a) those members representing clubs as provided in clause 5.06.08;
- (b) life members as provided in clause 5.05.02;
- (c) the members of the current duly elected executive committee of the Association.

These members, for the purpose of that meeting, are described herein as 'council members'.

23.02 No member may vote in more than one capacity as provided for in clause 23.01.

- 23.03 At any meeting of the council, a quorum shall comprise those members permitted to vote at council meetings as provided in clause 23.01, provided that the number of such members shall be not less than double the number of the members currently on the executive committee plus one.
- 23.04 No business shall be transacted at any council meeting unless a quorum is present at the time when the meeting proceeds to business.
- 23.05 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the executive committee or the Association, shall lapse.
- 23.06 The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24.0 CONVENING COUNCIL MEETINGS

- 24.01 The secretary shall convene all council meetings by giving not less than twenty-one (21) days notice of any such meeting to:-
- (a) member clubs;
 - (b) life members entitled to vote at council meetings as provided by clause 5.05.02;
 - (c) the members of the current duly elected executive committee of the Association.
- 24.02 The manner by which such notice shall be given shall be determined by the executive committee, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the executive committee, shall be given in writing. Notice of a council meeting shall clearly state the nature of the business to be discussed.

25.0 Unless otherwise provided by these rules, at every council meeting:-

- 25.01 The president shall preside as chairman, or if there is no president or if the president is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, one of the vice-presidents shall be the chairman or if no vice-president is present or is unwilling to act

then the council members present shall elect one of their number to chair the meeting.

- 25.02 The chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- 25.03 Every question, matter or resolution shall be decided by a majority of votes of the council members present unless otherwise provided herein.
- 25.04 Every council member present shall be entitled to one vote and in the case of an equality of votes the chairman shall have a second and casting vote, provided that no member shall be entitled to vote at any council meeting if their annual subscription is in arrears at the date of the meeting.
- 25.05 At every council meeting of the Association members representing a club as a delegate shall not be allowed to vote if the annual subscription of the club is in arrears at the date of the meeting.
- 25.06 Voting shall be by show of hands or a division of council members, unless not less than one-fifth (1/5) of the council members present demand a ballot, in which event there shall be a secret ballot. The chairman shall appoint two council members to conduct the secret ballot in such a manner as the chairman shall determine and the result of the ballot as declared by the chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 25.07 A council member may vote only in person, and on a show of hands every person present who is a council member shall have one vote, and, in a secret ballot every council member present in person shall have only one vote.
- 25.08 Proxy voting shall not be allowed.
- 25.09 The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every executive meeting and council meeting, to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every executive committee meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding executive meeting verifying their accuracy. Similarly the minutes of every general meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding general meeting, provided that the minutes of the annual council meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding council meeting.

26.0 BY-LAWS

- 26.01 The council or executive committee may, from time to time, make, amend, repeal or set aside by-laws, not inconsistent with these rules for the internal management of the Association. Where such by-laws have been made by the

executive committee they must be ratified by a general meeting of the members.

27.0 ALTERATION OF RULES

27.01 Subject to the provisions of 'The Associations Incorporation Act 1981' (as amended) these rules may be amended, rescinded or added to from time to time by a special resolution carried at any council meeting, provided that no such amendment, rescission or addition shall be valid unless the same is submitted to and approved by the appropriate Queensland Government Department.

28.0 COMMON SEAL

28.01 The executive committee shall provide for a common seal and for its safe custody. The common seal shall only be used by the authority of the executive committee and every instrument to which the seal is affixed shall be signed by a member of the executive committee and shall be countersigned by the secretary or by a second member of the executive committee or by some person appointed by the executive committee for the purpose.

29.0 FUNDS AND ACCOUNTS

29.01 The funds of the Association shall be deposited in the name of the Association in such bank or permanent building society as the executive committee may from time to time direct.

29.02 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

29.03 All monies shall be deposited as soon as practicable after receipt thereof.

29.04 All amounts of one hundred dollars or over shall be paid by cheque signed by any two of the president, secretary/administrator or other member authorised from time to time by the executive committee.

29.05 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment's which may be open.

29.06 The executive committee shall determine the amount of petty cash which shall be kept on the imprest system.

29.07 All expenditure shall be approved or ratified at an executive committee meeting.

29.08 As soon as practicable after the end of the financial year the treasurer shall cause to be prepared a statement containing particulars of:-

- (a) the income and expenditure for the financial year just ended; and
- (b) the assets and liabilities and of all mortgages, charges, and securities affecting the property of the Association at the close of that year.

29.09 All such statements shall be examined by the auditor who shall present their report upon such audit to the secretary/administrator prior to the holding of the annual council meeting next following the financial year in respect of which such audit was made.

29.10 The income and property of the Association whencesoever derived shall be used and applied solely in the promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or otherwise transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by them to the Association or otherwise owing by the Association to them or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided that nothing contained herein shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

30.0 DOCUMENTS

30.01 The executive committee shall provide for the safe custody of books, documents, and instruments of title and securities of the Association.

31.0 FINANCIAL YEAR

31.01 The financial year of the Association shall close on the thirtieth day of June in each year.

32.0 DISTRIBUTION OF SURPLUS ASSETS

32.01 If the Association shall be wound up in accordance with the provisions of the 'Associations Incorporation Act 1981' (as amended), and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given to or transferred to:-

- (1) SA (Skate Australia Inc.) if it is a body registered under the 'Associations Incorporation Act 1981' (as amended) at the time failing which, to

- (2) some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 29.10, such institution or institutions to be determined by the members of the Association.

I hereby confirm that this is a true and correct copy of the rules adopted by the members of the incorporated association.

SECRETARY

_____/_____/_____
DATE